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辽宁港口股份有限公司
LIAONING PORT CO., LTD.*

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 2880)

ANNOUNCEMENT ON THE SECOND SHARE REPURCHASE THROUGH CENTRALIZED PRICE BIDDING

This announcement is made by Liaoning Port Co., Ltd. (the “**Company**”) pursuant to Rules 13.09 and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References is made to the announcement of the Company dated 2 September 2024, in relation to the indicative announcement on the Company’s receipt of proposal from Yingkou Port Group Corporation Limited (“**Yingkou Port Group**”), the controlling shareholder, to repurchase shares of the Company for the second time. Based on the confidence in the Company’s sustainable and stable development in the future and the recognition of the Company’s value, in order to earnestly protect the interests of all shareholders, enhance the confidence of public investors in the Company, and promote the reasonable return of the Company’s share price, taking into account the factors such as the Company’s operating conditions and financial status, Yingkou Port Group, the Company’s controlling shareholder, proposed the Company to use its own funds to repurchase part of the Company’s RMB ordinary shares (A shares) in issue again, and all shares repurchased will be cancelled and the registered capital of the Company will be reduced.

The board of directors (the “**Board**”) of the Company considered and approved the second A-share Repurchase Plan (the “**Second Repurchase Plan**”) on 6 September 2024, which is subject to submission to the general meeting of shareholders of the Company for consideration. A circular of the general meeting containing, among other things, details of the Second Repurchase Plan together with the notice of the general meeting of shareholders of the Company will be sent to the shareholders of the Company in due course.

I. THE MAIN CONTENT OF THE SECOND REPURCHASE PLAN

1. Purpose of the share repurchase

Based on the confidence in the Company's sustainable and stable development in the future and the recognition of the Company's value, in order to earnestly protect the interests of all shareholders, enhance the confidence of public investors in the Company, and promote the reasonable return of the Company's share price, taking into account the factors such as the Company's operating conditions and financial status, the Company intends to use its own funds to repurchase shares of the Company through centralized price bidding on the stock trading system of the Shanghai Stock Exchange. All shares repurchased will be cancelled and the registered capital of the Company will be reduced.

2. Type of shares to be repurchased

RMB ordinary shares (A shares) issued by the Company.

3. Method of the share repurchase

The share repurchase is to be carried out through centralized price bidding on the trading system of the Shanghai Stock Exchange.

4. Implementation period for the share repurchase

- (1) The implementation period for the repurchase shall be no more than 12 months from the date on which the Second Repurchase Plan was considered and approved at the general meeting of shareholders of the Company. Based on the resolution of the general meeting of shareholders of the Company, the Company will make and implement the decisions of the repurchase as and when appropriate according to the market conditions during the repurchase period.
- (2) The repurchase period shall expire in advance if one of the following conditions is triggered:
 - the funds used for the share repurchase reach the upper limit during the repurchase period; in such case, the implementation of the Second Repurchase Plan shall be completed and the repurchase period shall expire in advance on such date;
 - the funds used for the share repurchase exceed the lower limit during the repurchase period; in such case, the Second Repurchase Plan shall expire in advance on the date when the Board of the Company decides to terminate the Second Repurchase Plan;
 - the Board and the general meeting of shareholders of the Company decide to terminate the Second Repurchase Plan; in such case, the repurchase period shall expire in advance on the date when the general meeting of shareholders of the Company resolves to terminate the Second Repurchase Plan.

- (3) The Company shall not repurchase shares during the following periods:
- from the date of the occurrence of major events that may have a material impact on the trading price of the Company's securities and its derivatives or during the decision-making process, to the date when such events are disclosed pursuant to the laws;
 - other circumstances stipulated by the China Securities Regulatory Commission and the Shanghai Stock Exchange.
- (4) During the implementation period of the repurchase, if the shares of the Company are suspended from trading for more than 10 consecutive trading days due to the planning of major events, the implementation of the Second Repurchase Plan will be postponed correspondingly after the resumption of trading of the shares and disclosure will be made in a timely manner.

5. Price for the repurchase

The price for the repurchase will be no more than RMB1.87 per share (inclusive), and the upper limit of the repurchase price shall not be higher than 150% of the average trading price of the shares of the Company for the 30 trading days prior to the date on which the Board approved the resolution to repurchase shares. The specific repurchase price shall be determined by the Board and the management of the Company during the implementation period of the repurchase with reference to the Company's share price, financial status and operating conditions.

In the event of any capitalization from capital reserve, distribution of shares or cash dividends, share split, share consolidation, share placing, or other ex-rights or ex-dividend events of the Company during the repurchase period, the Company will adjust the upper limit of the repurchase price accordingly in accordance with the requirements of relevant laws and regulations of the China Securities Regulatory Commission and the Shanghai Stock Exchange.

6. The use and number of shares to be repurchased, its proportion to the total share capital of the Company and the total amount of funds

The total amount of funds for the repurchase shall be not less than RMB420 million (inclusive) and not more than RMB840 million (inclusive). Calculated based on the upper limit of the repurchase price of RMB1.87 per share, the number of shares to be repurchased by the Company will be approximately 224,598,900 to 449,197,900 shares, accounting for approximately 0.94% to 1.87% of the current total share capital of the Company. The final number of the repurchase and its proportion to the total share capital of the Company shall be subject to the actual repurchase of the Company.

Use of the repurchase	Number of shares proposed to be repurchased ('0,000 shares)	Proportion to the current total share capital of the Company (%)	Total amount of funds for the proposed repurchase (RMB'0,000)	Implementation period for the repurchase
To reduce the registered capital	22,459.89-44,919.79	0.94-1.87	42,000-84,000	Not more than 12 months from the date of consideration and approval at the general meeting of shareholders of the Company

7. Source of funds for the repurchase

The source of funds for the repurchase shall be the Company's own funds.

8. Expected changes in the shareholding structure of the Company after the repurchase

The total amount of funds for the repurchase shall be not less than RMB420 million (inclusive) and not more than RMB840 million (inclusive). Calculated based on the upper limit of the repurchase price of RMB1.87 per share, and assuming that the Second Repurchase Plan is completed and all the shares repurchased are cancelled to reduce the registered capital, it is expected that the changes in the shareholding structure of the Company will be as follows:

Type of shares	Before repurchase		After repurchase at the upper limit of the repurchase amount		After repurchase at the lower limit of the repurchase amount	
	Number of shares (shares)	Percentage (%)	Number of shares (shares)	Percentage (%)	Number of shares (shares)	Percentage (%)
Shares subject to selling restrictions	—	—	—	—	—	—
Shares not subject to selling restrictions	23,987,065,816	100.00	23,537,867,955	100.00	23,762,466,886	100.00
—A shares	18,828,349,817	78.49	18,379,151,956	78.08	18,603,750,887	78.29
—H shares	5,158,715,999	21.51	5,158,715,999	21.92	5,158,715,999	21.71
Total share capital	23,987,065,816	100.00	23,537,867,955	100.00	23,762,466,886	100.00

Note: The number of shares before repurchase in the table above is the share capital data after the market close as of the trading day preceding the review date of the Board (i.e., 5 September 2024). The above changes have not taken into account the impact of other factors. The above calculation data is for reference only. The number of shares repurchased is subject to the actual number of shares repurchased after the completion of the repurchase.

9. Analysis on the possible impact of the share repurchase on, among other things, the Company's daily operation, finance, research and development, profitability, debt fulfillment ability, future development and maintenance of listing status

As of 30 June 2024 (unaudited), the Company's total assets amounted to RMB54,742 million, the shareholders' equity attributable to shareholders of the listed company amounted to RMB39,647 million, and the cash and bank balances amounted to RMB4,432 million. If calculated based on the upper limit of the repurchase amount of RMB840 million (inclusive), the funds for the repurchase account for 1.53% of the Company's total assets as of 30 June 2024, 2.12% of the shareholders' equity attributable to the shareholders of the listed company, and 18.95% of the cash and bank balances.

In accordance with the Company's operating conditions, financial status, profitability and future development plan, the Company believes that the Second Repurchase Plan will not have a material impact on the Company's business activities, financial status, research and development, profitability, debt fulfillment ability and future development.

Upon the implementation of the share repurchase, the shareholding distribution will still meet the listing requirements, will not affect the listing status of the Company, and will not result in a change in the control of the Company.

10. Explanations on whether the directors, supervisors and senior management, controlling shareholders, de facto controller and repurchase proposer of the Company had dealt in the Company's shares within the six months prior to the Board's resolution on the share repurchase, whether they have any conflicts of interest with the Second Repurchase Plan and whether there is any insider trading and market manipulation, and plans to increase or decrease their shareholdings in the Company during the repurchase period

Upon inquiry, the directors, supervisors and senior management, controlling shareholders, de facto controller and repurchase proposer of the Company did not deal in the Company's shares within the six months prior to the Board's resolution on the share repurchase; did not engage in any insider trading and market manipulation; and had no plans to increase or decrease their shareholdings in the Company during the repurchase period. If the above entities intend to implement the plans to increase or decrease their shareholdings in the future, the Company will fulfill its information disclosure obligations in a timely manner in accordance with relevant regulations.

11. Details of the Company's inquiry on whether the directors, supervisors and senior management, controlling shareholders, de facto controller and repurchase proposer have any plans to decrease their shareholdings in the Company in the next three or six months and so forth

Upon inquiry, the directors, supervisors and senior management, controlling shareholders, de facto controller and repurchase proposer of the Company replied that they had no plan to decrease their shareholdings in the Company in the next three or six months. If the above entities intend to implement the plans to decrease their shareholdings in the future, the Company will fulfill its information disclosure obligations in a timely manner in accordance with relevant regulations.

12. Circumstances relating to the repurchase proposed by the proposer

The repurchase proposer, Yingkou Port Group, did not deal in the Company's shares within the six months prior to the proposal, did not engage in any insider trading and market manipulation, and had no plans to increase or decrease its shareholdings in the Company during the repurchase period.

13. Relevant arrangements for the cancellation of the shares repurchased according to laws

The shares repurchased will be cancelled within ten days from the date of the repurchase. The Company will handle the cancellation of the shares repurchased and the reduction of registered capital in accordance with the requirements of relevant laws, regulations and the articles of association of the Company (the "**Articles of Association**"), and perform its information disclosure obligations in a timely manner.

14. Relevant arrangements for the prevention of acts prejudicing the interests of the creditors of the Company

All shares repurchased are intended to be used for the purpose of cancellation and reduction of registered capital, and the Company will perform its legal procedures and information disclosure obligations including notifying the creditors according to laws to fully protect the legitimate rights and interests of the creditors, in respect of the reduction of registered capital of the Company after a resolution on the cancellation of the shares repurchased is made at the general meeting of shareholders of the Company in accordance with the relevant provisions.

15. Specific authorization for the Board's handling matters relating to the share repurchase by the general meeting of shareholders of the Company

In order to ensure the successful implementation of the share repurchase, the Board of the Company shall propose to the general meeting of shareholders of the Company to authorize the Board of the Company to handle repurchase-related matters in the course of repurchasing the Company's shares in accordance with the Company Law, the Articles of Association and other relevant provisions. The contents and scope of the authorization include but not limited to the following:

- (1) setting up special securities accounts for the repurchase and handling other related matters;
- (2) conducting the share repurchase during the repurchase period as and when appropriate in accordance with the Second Repurchase Plan, including the timing, prices and quantity of the repurchase;
- (3) handling the relevant filing and approval matters, including but not limited to the drafting, revision, authorization, signing and implementation of all necessary documents, contracts and agreements, etc., relating to the share repurchase in accordance with the laws, regulations, normative documents and other relevant provisions;

- (4) cancelling the shares repurchased, amending the Articles of Association as well as the terms of other information and documents that may involve changes, and handling the amendments to the Articles of Association and the change of industrial and commercial registration and other matters upon the completion of the implementation of the share repurchase in accordance with the actual repurchase;
- (5) if regulatory authorities change the policies for the share repurchase or there are any changes in the market conditions, authorizing the Board of the Company to make corresponding adjustment to the specific plan on the share repurchase and other related matters, except for the matters that are required to be re-voted by the Board or general meeting of shareholders of the Company as stipulated in the relevant laws, regulations and the Articles of Association;
- (6) notifying the creditors and communicating with the creditors to reach debt settlements;
- (7) handling other matters that are not listed above but necessary for the share repurchase according to relevant requirements of the laws, regulations and regulatory authorities.

The above authorization shall be valid from the date of consideration and approval of the Second Repurchase Plan by the general meeting of shareholders of the Company to the date of completion of the above authorization matters.

While the above authorization is considered and approved by the general meeting of shareholders of the Company, unless the relevant laws and regulations otherwise require, it is agreed that the Board shall delegate the authority to the management of the Company to handle matters relating to the share repurchase in a specific manner within the scope of the above authorization and during its validity period, and the authority delegated will come into effect at the same time.

II. RISKS OF UNCERTAINTY FOR THE SECOND REPURCHASE PLAN

1. If the share price of the Company exceeds the upper limit of the price disclosed in the Second Repurchase Plan during the repurchase period continuously, there may be a risk that the Second Repurchase Plan cannot be implemented or can only be partially implemented.
2. There remains a risk that the Second Repurchase Plan may not be implemented as planned owing to the occurrence of major events which may materially affect the trading price of the Company's shares or the situations where the Board and the general meeting of shareholders of the Company decide to terminate the Second Repurchase Plan.
3. If the regulatory authorities promulgate regulatory documents such as implementation rules of the repurchase, there may be a risk that the corresponding terms of the repurchase might be adjusted in accordance with the new regulatory rules during the implementation of the repurchase.

4. There is a risk that the Second Repurchase Plan will not be considered and approved at the general meeting of shareholders of the Company.
5. The repurchase is for the purpose of reducing the registered capital, and there is a risk that the Company will not be exempted from early repayment or additional guarantees which should be permitted at the bondholders' meeting, or that the Company will not be able to satisfy other creditors in repaying debts or providing guarantees, thus causing difficulties in implementing the Second Repurchase Plan.

The Company will endeavor to promote the successful implementation of the Second Repurchase Plan, and will make and implement the decisions of the repurchase as and when appropriate according to the market conditions during the repurchase period. If the Second Repurchase Plan cannot be implemented due to the relevant risks, the Company will perform the corresponding deliberation and information disclosure procedures in accordance with the laws and regulations and the Articles of Association, and will amend or terminate the Second Repurchase Plan as and when appropriate. The Company will fulfill its information disclosure obligations in a timely manner according to the progress of the share repurchase. Investors are advised to pay attention to investment risks.

By Order of the Board
Liaoning Port Co., Ltd.*
WANG Huiying and LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC
6 September 2024

As at the date of this announcement, the Board comprises:

Executive Directors: WANG Zhixian and WEI Minghui

Non-executive Directors: LI Guofeng, WANG Zhu, LI Yubin and YANG Bing

Independent Non-executive Directors: LIU Chunyan, CHENG Chaoying and CHAN Wai Hei

* *The Company is registered as Non-Hong Kong Company under Part XI of the previous Companies Ordinance (equivalent to Part 16 of the Companies Ordinance with effect from 3 March 2014) under the English name "Liaoning Port Co., Ltd."*

* *For identification purposes only*